

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287

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1. Name and Address of Reporting Person \*  
GORDON ELLEN R

2. Issuer Name **and** Ticker or Trading  
Symbol  
TOOTSIE ROLL INDUSTRIES INC  
[TR]

### 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/28/2006

☒ Director                  ☒ 10% Owner  
☒ Officer (give title below)      \_\_\_\_\_ Other (specify below)  
President

C/O TOOTSIE ROLL  
INDUSTRIES, INC., ATTN:  
BARRY BOWEN 7401 S. CICERO  
AVE.

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

CHICAGO, IL 60629

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	06/28/2006		J		50,000	D	<u>(1)</u>	7,902,837	D	
Common stock								4,610,261	I	By Trust for Children
Common stock								772,301	I	By Charitable Foundation
Common								1,282,127	I	By Spouse

stock

Common stock	38,945	I	By Pension Plan
Common stock	61,492	I	By TRI Stock Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Instr
				Code	V	(A)	(D)	Amount or Number of Shares
Class B Common stock	(2)	06/28/2006		J		50,000	(2) (2)	Common stock (2)
Class B Common stock	(2)					(2)	(2)	Common stock (2)
Class B Common stock	(2)					(2)	(2)	Common stock (2)
Class B Common stock	(2)					(2)	(2)	Common stock (2)
Class B Common stock	(2)					(2)	(2)	Common stock (2)

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: GORDON ELLEN R - Form 4

Director    10% Owner    Officer    Other

GORDON ELLEN R  
C/O TOOTSIE ROLL INDUSTRIES, INC.  
ATTN: BARRY BOWEN 7401 S. CICERO AVE.  
CHICAGO, IL 60629

X                      X                      President

## Signatures

Ellen R Gordon                      06/29/2006

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Simultaneous exchange of Common stock for Class B Common stock

(2) Class B Common stock is freely convertible into Common stock on a share-for-share basis

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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